

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK-3567-LTS

**DEBTOR’S PRELIMINARY LIST OF WITNESSES TO BE  
OFFERED IN SUPPORT OF CONFIRMATION OF PLAN OF ADJUSTMENT**

**To the Honorable United States District Court Judge Laura Taylor Swain:**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole Title III representative of the Puerto Rico Highways and Transportation Authority (“HTA” or the “Debtor”) pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and*

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

*Economic Stability Act* (“PROMESA”)<sup>2</sup> (the Oversight Board, in its capacity as Title III representative of HTA, is referred to as the “Debtor”), respectfully submits this Initial Witness List (as defined below):

**Debtor’s Preliminary Witness List**

1. Pursuant to the *Order Establishing, Among other Things, Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* [ECF No. 1249] (the “Order”), set forth below is an initial list of witnesses who may testify on behalf of the Debtor in support of confirmation of the *Third Amended Title III Plan of Adjustment of the Puerto Rico Highways and Transportation Authority* [ECF No. 1240] (as it may be amended, modified, or supplement, the “HTA Plan”)<sup>3</sup> and the topics about which each witness is expected to testify (the “Initial Witness List”). The Oversight Board reserves the right to amend the Initial Witness List as trial planning proceeds and to: (i) add or remove witnesses; and (ii) modify the topics about which witnesses may testify, to address responses or objections interposed with respect to confirmation of the HTA Plan or to further support confirmation of the HTA Plan.

1. David A. Skeel, Jr.: Chairperson of the Oversight Board: May provide fact testimony showing the HTA Plan complies with the provisions of PROMESA section 314(b)(1), including, without limitation, that it complies with the provisions of Bankruptcy Code sections 1122, 1123(a)(1), 1123(a)(2), 1123(a)(3), 1123(a)(4), 1123(a)(5), 1123(b)(1), 1123(b)(2), 1123(b)(3), 1123(b)(4), 1123(b)(5), 1123(b)(6), 1123(d), 1129(a)(2), 1129(a)(3), 1129(a)(6), 1129(a)(8) (if applicable), 1129(b)(1), 1129(b)(2)(A), and 1129(b)(2)(B), PROMESA sections 314(b)(2), 314(b)(3), 314(b)(4), 314(b)(5), 314(b)(6) and 314(b)(7). Mr. Skeel may also provide testimony about facts showing (i) the settlements embodied in the HTA/CCDA Plan Support Agreement and the DRA Stipulation, and incorporated into the HTA Plan, are fair and reasonable and should be approved, (ii) the releases, injunctions, and exculpation provisions provided in the HTA Plan are reasonable and appropriate, integral to the HTA Plan, and constitute an essential component of the compromises discussed above and in the HTA Plan, and (iii) the preempted Commonwealth statutes, or portions thereof, are inconsistent with PROMESA.

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101–2241.

<sup>3</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the HTA Plan.

2. Christina Pullo: Managing Director at Kroll Restructuring Associates, LLC (formerly known as Prime Clerk, LLC): May provide testimony showing (i) which Classes of Claims voted to accept the HTA Plan in accordance with Bankruptcy Code section 1126(c) and as set forth in Bankruptcy Code section 1129(a)(8)(A), (ii) which Impaired Classes of Claims voted to accept the HTA Plan, determined without including any acceptance of the HTA Plan by an insider, in accordance with Bankruptcy Code section 1129(a)(10), and (iii) the procedures employed in soliciting and tabulating votes.
3. Ojas Shah: Partner at McKinsey & Company: May provide testimony explaining the best interest test analyses in the Disclosure Statement and showing the HTA Plan is in the best interest of the creditors of the Debtor. Mr. Shah may also offer opinion testimony pursuant to Fed. R. Civ. P. 26(a)(2)(c), as reflected in *HTA's Identification of Expert Witnesses*, filed concurrently herewith.
4. Jay Herriman: Managing Director at Alvarez & Marsal North America, LLC: May provide testimony showing the reasonableness of the assumptions made with respect to the total amount of Allowed unsecured claims asserted against HTA, as part of proof that the HTA Plan is in the best interests of the creditors of HTA. Mr. Herriman may also offer opinion testimony pursuant to Fed. R. Civ. P. 26(a)(2)(c), as reflected in *HTA's Identification of Expert Witnesses*, filed contemporaneously herewith.
5. David Brownstein: Managing Director, Citigroup, Inc: May provide testimony showing (i) the HTA Plan is consistent with the HTA Fiscal Plan, which provides for sufficient revenues to enable HTA to satisfy its obligations under the HTA Plan; (ii) the sources and uses of cash required on the Effective Date under the HTA Plan; (iii) the HTA Plan is feasible because HTA will be able to sustainably provide municipal services and meet the HTA Plan obligations without the need for further financial reorganization; (iv) the settlements embodied in the HTA/CCDA Plan Support Agreement and the DRA Stipulation, and incorporated into the HTA Plan, are fair and reasonable and should be approved; and (v) consummation of the transactions contemplated by the HTA Plan will allow HTA to access the capital markets.
6. Witnesses to be identified may testify, if needed, as to the authenticity of certain of the documents the Oversight Board may offer in evidence in connection with the confirmation hearing on the HTA Plan.

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**WHEREFORE** the Debtor respectfully requests the Court take notice of the foregoing.

Dated: July 1, 2022  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)

Brian S. Rosen (*pro hac vice*)

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